(Official Form 1) (12/03)

FORM B1	FORM B1 United States Bankruptcy Court Southern District of New York							oluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle):					Name of Joint Debtor (Spouse) (Last, First, Middle):				
LFD II, INC.									
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): 134149932					Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):				
Street Address of	Debtor (No. & S	treet, City,	State & Zip C	Code):	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):				
1 Crosfield Avenu West Nyack, NY									
County of Residen Principal Place of	ce or of the				County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):					
Location of Principal Assets of Business Debtor (if different from street address above):									
Information Regarding the Debtor (Check the Applicable Boxes) Venue (Check any applicable box) □ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. □ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.									
	e of Debtor (Che			•		Chapter or Section of I the Petition is			
☐ Individual(s) ☐ Corporation ☐ Partnership ☐ Other			Railroad Stockbroker Commodity B Clearing Bank		☐ Chapter ☐ Chapter ☐ Sec. 304	7 🛮 Chap	oter 11 oter 12	☐ Chapter 13	
Nature of Debts (Check one box)					Filing Fee (Check one box)				
 Consumer/Non-Business Chapter 11 Small Business (Check all boxes that apply) □ Debtor is a small business as defined in 11 U.S.C. § 101 □ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional) 				Full Filing Fee attached Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.					
Statistical/Administ Debtor estimate		`	• /	ion to unsecured c	reditors.			THIS SPACE IS FOR COURT USE ONLY	
 Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. 									
Estimated Number o (on a consolidated ba		1-15	16-49	50-99	100-199	200-999	1000-over ⊠		
Estimated Assets (or \$0 to \$50,00		,	\$500,001 to	\$1,000,001 to \$10	\$10,000,001 t	o \$50,000,001 to	More than		
\$50,000 \$100,		000	\$1 million	million	\$50 million	\$100 million	\$100 million		
Estimated Debts (on a consolidated basis)									
\$0 to \$50,00 \$50,000 \$100,		000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 t \$50 million	o \$50,000,001 to \$100 million	More than \$100 million		

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Official Form 1) (12/03) FORM B1, Page 2 LFD II, INC. Name of Debtor(s): Voluntary Petition (This page must be completed and filed in every case) Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet) Location Case Number: n/a Date Filed: n/a Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: Case Number: Date Filed: See Annex 1 included with the chapter 11 petition See Annex 1 included with the chapter 11 petition of the March 2, 2004 of the Debtor's ultimate parent, Footstar, Inc., filed Debtor's ultimate parent, Footstar, Inc., filed contemporaneously herewith. contemporaneously herewith. District: Relationship: Judge: Southern District of New York Affiliates Same as assigned **Signatures** Signature(s) of Debtor(s) (Individual/Joint) Exhibit A (To be completed if debtor is required to file periodic reports (e.g., I declare under penalty of perjury that the information provided in this petition forms 10K and 10Q) with the Securities and Exchange is true and correct. Commission pursuant to Section 13 or 15(d) of the Securities [If petitioner is an individual whose debts are primarily consumer debts and Exchange Act of 1934 and is requesting relief under chapter 11) has chosen to file under chapter 7] I am aware that I may proceed under Exhibit A is attached and made a part of this petition. chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. Exhibit B I request relief in accordance with the chapter of title 11, United States Code, (To be completed if debtor is an individual specified in this petition. whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have X informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of Signature of Debtor title 11, United States Code, and have explained the relief available under each such chapter. X Signature of Joint Debtor Signature of Attorney for Debtor(s) Date Exhibit C Telephone Number (If not represented by attorney) Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety? Date Yes, and Exhibit C is attached and made a part of this petition. X Signature of Attorney Signature of Non-Attorney Petition Preparer X /s/ Paul M. Basta I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. §110, that I Signature of Attorney for Debtor(s) prepared this document for compensation, and that I have provided the debtor with a copy of this document. Martin J. Bienenstock, Esq. Printed Name of Bankruptcy Petition Preparer Paul M. Basta, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue Social Security Number New York, New York 10153 Telephone: (212) 310-8000 Address Facsimile: (212) 310-8007 Names and Social Security numbers of all other individuals who prepared or Date March 2, 2004 assisted in preparing this document: Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X X /s/ Gary Kahn Signature of Bankruptcy Petition Preparer Signature of Authorized Individual Gary Kahn Date Printed Name of Authorized Individual Vice President A bankruptcy petition preparer's failure to comply with the provisions of Title of Authorized Individual title 11 and the Federal Rules of Bankruptcy Procedure may result in fines March 2, 2004

Date

or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

CERTIFICATE OF RESOLUTIONS

I, Marc G. Schuback, a duly authorized officer of the companies set forth on Annex A attached hereto (collectively, the "Companies"), hereby certify that at a special meeting of the Boards of Directors (collectively, the "Boards") of the Companies duly called and held on March 1, 2004 by telephone conference, the following resolutions were duly adopted and that these resolutions have not been modified or rescinded and are still in full force and effect on this date:

RESOLVED, that in the judgment of the Boards of Directors of the Companies, it is desirable and in the best interests of the Companies, their creditors, sole stockholder, employees, and other interested parties that petitions be filed by the Companies seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that the President, the Senior Vice President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and any other person designated and so authorized to act (each, an "Authorized Officer") of the Companies be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Companies, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Court") at such time as the Authorized Officer executing the petitions shall determine:

RESOLVED, that each of the Authorized Officers, and such other officers of the Companies as the Authorized Officers shall from time to time designate, be, and hereby are, authorized and empowered on behalf of, and in the name of, the Companies to execute and file all petitions, schedules, lists, and other papers and to take any and all action that any Authorized Officer may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case.

Hiring of Counsel and Other Professionals

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 be, and it hereby is, employed as attorneys for the Companies under a general retainer; and further

RESOLVED, that each of the Authorized Officers of the Companies, and such other officers as they shall from time to time designate, be, and they hereby are, authorized to execute and file all petitions, schedules, lists, and other papers and to take any and all action that they may deem necessary or proper in connection with the chapter 11 cases and in that

connection to retain and employ all assistance by attorneys, investment bankers, accountants, and other professionals that they may deem necessary or proper with a view to the successful administration of the chapter 11 case.

Debtor-In-Possession Loan Facility

RESOLVED, that in connection with the commencement of these chapter 11 cases by the Companies, the Authorized Officers of the Companies be and hereby are, authorized and empowered on behalf of, and in the name of the Companies to negotiate, make, execute and deliver any agreement or agreements in connection with the Debtor-in-Possession Credit Agreement (the "DIP Credit Agreement") among Footstar, Inc. and Footstar Corporation (the "Borrowers"), with Fleet National Bank, as administrative agent and swingline lender, Fleet Retail Group, Inc., (formerly known as Fleet Retail Financial Inc.) as collateral agent for the lenders thereunder, GE Corporation Financial Service, Inc., as syndication agent and Back Bay Capital Funding LLC, as term agent for the term lender thereunder, which agreement or agreements (and any and all amendments thereto and renewals and extensions thereof) may contain any terms and provisions whatsoever which any of the said Authorized Officers may deem appropriate, including, but not limited to, provisions for the Companies to (i) guaranty the obligations of the Borrowers under DIP Credit Agreement, (ii) grant to the collateral agent, for the benefit of lenders, a lien upon all or any portion of the real and personal assets held, owned or controlled by the Companies as security for the guarantees and (iii) waive its right to trial by jury and other rights it may have as deemed appropriate by any of said Authorized Officers.

Ratification of Past Actions

RESOLVED, that all acts and deeds of any of the officers of the Companies taken prior to the date hereof to carry out the intent and accomplish the purposes of the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Companies.

General Authority

RESOLVED, that each of the Authorized Officers, and such other officers of the Companie's as the Authorized Officers shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and hereby is, authorized and empowered to cause the Companies and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Companies consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions.

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There being no further business, the meeting was adjourned.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of March,

2004.

/s/ Marc G. Schuback

Signature

By: Marc G. Schuback Title: Vice President

Annex A

STELLAR WHOLESALING, INC.
FOOTSTAR CENTER, INC.
MELDISCO H.C., INC.
MILES SHOES MELDISCO LAKEWOOD, COLORADO, INC.
LFD I, INC.
LFD II, INC.
SHOE ZONE CENTER, INC.
ATHLETIC ATTIC OF TEXAS, INC.
ATHLETIC CENTER, INC.
FOOTACTION CENTER, INC.
APACHE-MINNESOTA THOM MCAN, INC.
MALL OF AMERICA FAN CLUB, INC.
FEET CENTER, INC.
FEET OF COLORADO, INC.
FWS I, INC.
FWS II, INC.
NEVADA FEET, INC.
CONSUMER DIRECT WAUSAU, INC.

UNITED STATES BANKRUPTCY CO	URT
SOUTHERN DISTRICT OF NEW YOR	RK

	· x	
In re	:	Chapter 11 Case No.
FOOTSTAR, INC., et al.,	:	04()
Debtors.	: :	(Jointly Administered)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is a list of creditors holding the 20 largest unsecured claims, on a consolidated basis, against the Debtor and its debtor affiliates that also commenced chapter 11 cases in this Court on the date hereof¹.

Except as set forth above, the list of creditors has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This list does not include (i) persons who come within the definition of "insider" set forth in section 101(31) of chapter 11 of title 11 of the United States Code or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete	Name, telephone number and	Nature of claim	Indicate if	Amount of
mailing address, including zip	complete mailing address,	(trade debt,	claim is	claim (if
code	including zip code, of	bank loan,	contingent,	secured also
	employee, agent or	government	unliquidated,	state value of
	department of creditor	contract, etc.)	disputed or	security)
	familiar with claim who may		subject to	·
	be contacted		setoff ²	

Refer to the list included with the chapter 11 petition of the Debtor's ultimate parent, Footstar, Inc., filed contemporaneously herewith.

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

² All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this list.

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of the Debtor in this case, declare under penalty of perjury that I have read the foregoing consolidated list of creditors holding the 20 largest unsecured claims against the Debtor and certain of its affiliates and that it is true and correct to the best of my information and belief.

Dated: March 2, 2004

/s/ Gary Kahn

Signature

By: Gary Kahn

Title: Vice President